

**ITEL**  
**CORPORATION**  
**RAIL DIVISION**

RECORDATION NO. 9932-C FILED 1423  
MAR 28 1979 - 9 15 PM  
INTERSTATE COMMERCE COMMISSION

9-087A010

March 28, 1979

Date MAR 28 1979

Fee \$ 10.00

ICC Washington, D. C.

The Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Supplement No. 3 to Equipment Trust Agreement  
Dated as of November 1, 1978, Between  
Citibank, N.A., as Trustee, and Itel Corporation  
Recorded With the ICC on December 22, 1978  
Recordation Number 9932

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. § 11303 is Supplement No. 3 dated as of March 28, 1979, to an Equipment Trust Agreement dated as of November 1, 1978, relating to the issuance of the Equipment Trust Certificates, 1978 Series 3, of Itel Corporation. The parties to the enclosed supplement are:

Itel Corporation  
Two Embarcadero Center  
San Francisco, California 94111

and

Citibank, N.A.  
111 Wall Street  
New York, New York 10043

*Encls - 4*

**TWO EMBARCADERO CENTER**  
**SAN FRANCISCO**  
**CALIFORNIA 94111**  
**(415) 955-9090**  
**TELEX 34-234**

FILED OPERATION NO. 100

MAR 28 1979

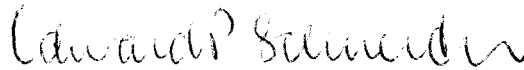
RECEIVED

**ITEL**  
**CORPORATION**  
**RAIL DIVISION**

March 28, 1979  
Page Two

Please record one of the six enclosed copies and stamp the other five copies and the copy of this letter enclosed herewith with the recordation data and return such copies to the delivering messenger who will wait. A check in the amount of \$10.00 is enclosed in payment of the applicable recording fees.

Very truly yours,



Edward P. Schneider  
Vice President-Treasurer  
Itel Corporation, Transportation Services Group

EPS:tae  
Enclosures

REC'D NO. 9932-C Filed 1425

MAR 28 1979 - 9 13 AM

**SUPPLEMENT NO. 3 TO EQUIPMENT TRUST AGREEMENT**  
**DATED AS OF NOVEMBER 1, 1978**

**SUPPLEMENT NO. 3**, dated as of March 28, 1979, to Equipment Trust Agreement dated as of November 1, 1978 (hereinafter called the Equipment Trust Agreement), between **CITIBANK, N.A.**, as Trustee, and **ITEL CORPORATION**, a Delaware corporation (hereinafter called **ITEL**).

**WHEREAS** the parties hereto are parties to the Equipment Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 22, 1978, recordation number 9932;

**WHEREAS** **ITEL** desires to assign and transfer additional Equipment to the Trustee (as defined in the Equipment Trust Agreement); and

**WHEREAS** Section 4.03 of the Equipment Trust Agreement authorizes the assignment and transfer of such additional Equipment to the Trustee by supplement to the Equipment Trust Agreement executed by the Trustee and by **ITEL** and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303;

**NOW, THEREFORE**, in consideration of the mutual covenants and promises herein contained, the parties hereto agree as follows:

**SECTION 1.** Schedule A of the Equipment Trust Agreement is amended by adding thereto the Equipment described in Annex I attached hereto.

**SECTION 2.** Except as hereinabove specifically set forth, the Equipment Trust Agreement shall remain in full force and effect as when executed.

**SECTION 3.** The provisions of this Supplement No. 3, and all the rights and obligations of the parties hereunder, shall be governed by the laws of the State of New York.

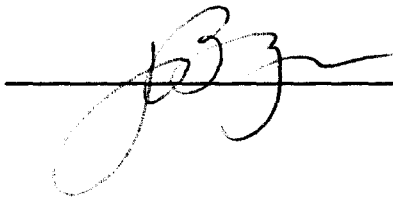
**CITIBANK, N.A., as Trustee**

By 

**Senior Trust Officer**

**(Seal)**

**Attest:**



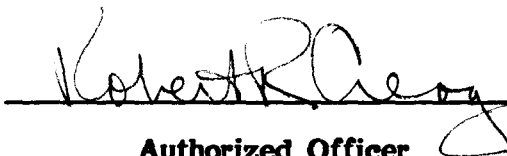
**ITEL CORPORATION**

By 

**Authorized Officer**

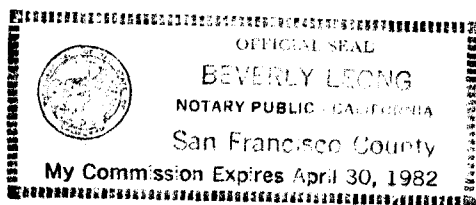
**(Corporate Seal)**

**Attest:**

  
**Authorized Officer**

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO ) ss:

On this 22th day of March 1979, before me personally appeared Edward P. Schneider, to me personally known, who, being by me duly sworn, says that he is an authorized officer of ITEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its By-Laws and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

My Commission Expires:

Beverly Leong  
Notary Public

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss:

On this 27 day of March 1979, before me personally appeared G. H. GREGOR, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., a national banking association, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Alice M. Shaw  
Notary Public  
Notary Public, State of New York  
No. 24-464621#  
Qualified in Kings County  
Term Expires March 30, 1979

(Notarial Seal)

My Commission Expires:

## ANNEX I

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
Arcata & Mad River Railroad Company	98	AMR 1002-1099	70-ton, 50'7" Boxcar With Off-Centered 8' Double Doors, AAR Mechanical Designati XM
Apalachicola Northern Railroad Company	200	AN 5600-5799	70-ton, 50'6" Boxcar With 10' Sliding Doo AAR Mechanical Desig nation XM
New Orleans Public Belt Railroad	200	NOPB 3775-3974	70-ton, 50'6" Boxcar With 10' Sliding Doo AAR Mechanical Desig nation XM
Port Huron & Detroit Railroad Company	35	PHD 3000-3034	70-ton, 50'6" Boxcar With 10' Sliding Doo AAR Mechanical Desig nation XM
Port Huron & Detroit Railroad Company	25	PHD 4000-4024	70-ton, 50'6" Boxcar With 10' Sliding Doc AAR Mechanical Desig nation XF
Port Huron & Detroit Railroad Company	40	PHD 5000-5039	70-ton, 50'6" Boxcar With 10' Sliding Doc AAR Mechanical Desig nation XL
New Orleans Public Belt Railroad (N.I.)	100	NOPB 101001 101003 101005-101006 101009, 101013 101020 101035-101036 101041, 101047 101053 101066-101068	TOFC/COFC, 70-ton, 89'4" Flatcars

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
		101081	
		101084-101086	
		101092, 101101	
		101103-101105	
		101112	
		101114-101115	
		101117-101127	
		101129-101130	
		101134-101135	
		101138-101149	
		101154-101199	
Brillion & Forest Junction Railway	100	BFJR 104000- 104099	TOFC/COFC, 70-ton, 89'4" Flatcars
Providence and Worcester Company	100	PW 105501- 105600	TOFC/COFC, 70-ton, 89'4" Flatcars
Texas Mexican Railway Company	100	TM 400150-400249	TOFC/COFC, 70-ton, 89'4" Flatcars
Providence and Worcester Company	100	PW 105701-105800	TOFC/COFC, 70-ton, 89'4" Flatcars

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